

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
NORTHERN DIVISION**

<b>IN RE:</b>	)	
	)	
<b>BELLE FOODS, LLC,</b>	)	<b>Chapter 11</b>
	)	<b>Case No. 13-81963-JAC11</b>
<b>Debtor.</b>	)	

---

**MOTION FOR APPROVAL OF AGREED STIPULATION BY AND  
BETWEEN DEBTOR AND CAL-MAINE FOODS, INC. FOR DELIVERY OF AND  
PAYMENT FOR CERTAIN GOODS**

---

**COMES NOW**, Belle Foods, LLC, as debtor and debtor in possession (“Belle Foods” and/or the “Debtor”), and, pursuant to Federal Rule of Bankruptcy Procedure 9019(a), moves this Court (this “Motion”) for an order approving the stipulation (the “Stipulation”) reached between Debtor and Cal-Maine Foods, Inc. (“Cal-Maine”), a copy of which is attached hereto as Exhibit “A.” In support of this Motion, Debtor states as follows:

**JURISDICTION AND VENUE**

1. On July 1, 2013 (the “Petition Date”), Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the Clerk of this Court. Debtor continues to operate its businesses and manage its properties as a debtor in possession pursuant to §§ 1107(a) and 1108.

2. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of Debtor's chapter 11 cases and this Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief sought herein is Rule 9019 of the Federal Rules of Bankruptcy Procedure.

### **FACTUAL BACKGROUND**

3. Cal-Maine is a producer and distributor of fresh shell eggs, and sells the majority of its shell eggs in approximately 29 states across the southwestern, southeastern, mid-western and mid-Atlantic regions of the United States.

4. Prior to the Petition Date, Cal-Maine sold and delivered fresh shell eggs to Debtor on credit and in the ordinary course of Debtor's business, including during the twenty (20) days prior to the Petition Date (the "503(b)(9) Period").

5. Since the Petition Date, Debtor elected to acquire eggs from a different source. However, the alternate arrangement is not working to Debtor's satisfaction and Debtor desires to secure eggs from Cal-Maine.

6. Cal-Maine has expressed concern regarding Debtor's ability to pay for new shipments of eggs.

7. The continued and reliable supply of fresh shell eggs to Debtor's grocery stores is critical to Debtor's operations and efforts to complete a sale of its stores, as Debtor's business would be materially harmed if it is unable to keep eggs, a grocery store staple, in stock and available to its customers.

### **REQUESTED RELIEF**

8. In order to ensure Debtor's supply of eggs from Cal-Maine, Debtor and Cal-Maine have reached a settlement regarding Cal-Maine's supply of eggs to Debtor and the pre-petition amounts owed by Debtor to Cal-Maine, and Debtor hereby requests that this Court approve the settlement. The terms of the settlement are as follows:

(a) Debtor acknowledges and agrees that:

(i) The total amount due and owing by Debtor to Cal-Maine for eggs sold to Debtor by Cal-Maine prior to the Petition Date is \$160,793.25, which includes an amount due and owing for eggs

sold during the 503(b)(9) Period of \$98,995.48;

- (ii) Cal-Maine shall have an allowed administrative expense claim under 11 U.S.C. § 503(b)(9) in the amount of \$98,995.48 (the “Administrative Expense Claim”), which Administrative Expense Claim shall be allowed without the necessity of Cal-Maine filing an application to allow the Administrative Expense Claim in the Bankruptcy Case;
- (iii) Cal-Maine shall have an allowed unsecured claim in the amount of \$61,797.77 for goods sold and delivered by Cal-Maine to Debtor prior to the 503(b)(9) Period (the “Unsecured Claim”);
- (iv) On July 5, 2013, Debtor received a reclamation demand from Cal-Maine; and
- (v) Cal-Maine shall be entitled to apply for administrative expense treatment of the amounts due and owing for eggs sold to Debtor by Cal-Maine during the forty-five (45) day period prior to the Petition Date, provided that Debtor retains the right to object to any such application.

(b) Cal-Maine agrees to immediately sell and deliver fresh shell eggs to Debtor for cash in advance on terms mutually agreed.

### **BASIS FOR RELIEF**

9. Federal Rule of Bankruptcy Procedure 9019(a) states, in part, “[T]he Court may approve a compromise or settlement.” To approve a compromise pursuant to Fed. R. Bankr. P. 9019(a), this Court must find that it is “fair, reasonable and in the best interest of the estate.” In re Louise’s, Inc., 211 B.R. 798, 801 (D. Del. 1997). Settlement agreements are generally favored in a bankruptcy setting. See In re Bond, 16 F.3d 408, 1994 WL 20107 at \*3 (4<sup>th</sup> Cir. 1994) (quoting Collier on Bankruptcy ¶ 9019.03[1] (15<sup>th</sup> ed. 1993)) (“to minimize litigation and expedite the administration of a bankruptcy estate, ‘compromises are favored in bankruptcy’”).

10. The settlement with Cal-Maine provides value to both Debtor and Cal-Maine. Debtor has ensured that it will continue to receive a consistent supply of fresh eggs from Cal-Maine, which are a grocery store staple and provide significant value to Debtor’s stores. Cal-

Maine has received an agreement regarding the amount and treatment of its pre-petition claims.

11. For these reasons, Debtor believes the settlement contained herein to be fair and reasonable. In light of these circumstances, the business judgment of Debtor is that the settlement is in the best interests of Debtor, its estate and its creditors, and should be approved by the Court.

**WHEREFORE**, Debtor respectfully requests that this Court enter an Order granting this Motion, and grant such further relief as this Court deems just and proper.

Dated this the 30th of August 2013.

/s/ Brent W. Dorner

D. Christopher Carson  
Marc P. Solomon  
Brent W. Dorner

Attorneys for Debtors  
ADAMS PRODUCE COMPANY, LLC AND ADAMS  
CLINTON BUSINESS PARK, LLC

**OF COUNSEL:**  
BURR & FORMAN LLP  
420 North 20th Street, Suite 3400  
Birmingham, Alabama 35203  
Telephone: (205) 251-3000  
Facsimile: (205) 458-5100

**EXHIBIT “A”**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ALABAMA  
NORTHERN DIVISION**

<b>IN RE:</b>	)	
	)	
<b>BELLE FOODS, LLC,</b>	)	<b>Chapter 11</b>
	)	<b>Case No. 13-81963-JAC11</b>
<b>Debtor.</b>	)	

---

**STIPULATION BY AND BETWEEN DEBTOR AND CAL-MAINE FOODS, INC. FOR  
DELIVERY OF AND PAYMENT FOR CERTAIN GOODS**

---

This Stipulation (this “Stipulation”) is entered into as of August 30, 2013, by and between Belle Foods, LLC, as debtor and debtor in possession (“Debtor”), and Cal-Maine Foods, Inc. (“Cal-Maine”).

**RECITALS**

WHEREAS, on July 1, 2013 (the “Petition Date”), Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the U.S. Bankruptcy Court for the Northern District of Alabama (the “Bankruptcy Court”), instituting the above styled bankruptcy proceeding (the “Bankruptcy Case”); and

WHEREAS, Cal-Maine is a producer and distributor of fresh shell eggs, and sells the majority of its shell eggs in approximately 29 states across the southwestern, southeastern, mid-western and mid-Atlantic regions of the United States; and

WHEREAS, prior to the Petition Date, Cal-Maine sold and delivered fresh shell eggs to Debtor on credit and in the ordinary course of Debtor’s business, including during the twenty (20) days prior to the Petition Date (the “503(b)(9) Period”); and

WHEREAS, since the Petition Date, Debtor elected to acquire eggs from a different source and the alternate arrangement is not working to Debtor's satisfaction and now desires to secure eggs from Cal-Maine; and

WHEREAS, Cal-Maine has expressed concern regarding Debtor's ability to pay for new shipments of eggs; and

WHEREAS, the continued and reliable supply of fresh shell eggs to Debtor's grocery stores is critical to Debtor's operations and reorganization efforts, as Debtor's business would be materially harmed if it is unable to keep eggs, a grocery store staple, in stock and available to its customers; and

NOW THEREFORE, in order to ensure Debtor's supply of eggs from Cal-Maine, and in consideration of the mutual covenants, promises and conditions set forth herein, Debtor and Cal-Maine agree as follows:

1. Debtor acknowledges and agrees that:

(i) The total amount due and owing by Debtor to Cal-Maine for eggs sold to Debtor by Cal-Maine prior to the Petition Date is \$160,793.25, which includes an amount due and owing for eggs sold during the 503(b)(9) Period of \$98,995.48;

(ii) Cal-Maine shall have an allowed administrative expense claim under 11 U.S.C. § 503(b)(9) in the amount of \$98,995.48 (the "Administrative Expense Claim"), which Administrative Expense Claim shall be allowed without the necessity of Cal-Maine filing an application to allow the Administrative Expense Claim in the Bankruptcy Case;

(iii) Cal-Maine shall have an allowed unsecured claim in the amount of \$61,797.77 for goods sold and delivered by Cal-Maine to Debtor prior to the 503(b)(9) Period (the "Unsecured Claim");

(iv) On July 5, 2013, Debtor received a reclamation demand from Cal-Maine;

(v) Cal-Maine shall be entitled to apply for administrative expense treatment of the amounts due and owing for eggs sold to Debtor by Cal-Maine during the forty-five (45) day period prior to the Petition Date, provided that Debtor retains the right to object to any such application.



2. Cal-Maine agrees to immediately sell and deliver fresh shell eggs to Debtor for cash in advance on terms mutually agreed.

3. Debtor and Cal-Maine shall execute and cause to be filed in the Bankruptcy Case a motion requesting that the Bankruptcy Court approve this Stipulation and the terms set forth herein, including the allowance of Cal-Maine's Administrative Expense Claim and Unsecured Claim.

4. This Stipulation may be executed in counterparts by facsimile, each of which shall be deemed an original but both of which shall constitute one and same instrument having full effect.

5. This Stipulation contains the entire agreement between the parties concerning the subject matter of this Stipulation and supersedes all prior agreements, understandings, discussions, negotiations, and undertakings between the parties concerning the subject matter, whether written or oral. This Stipulation may not be changed or modified except in writing signed by both parties.

Dated: August 20, 2013

**Belle Foods, LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

**Cal-Maine Foods, Inc.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_



2. Cal-Maine agrees to immediately sell and deliver fresh shell eggs to Debtor for cash in advance on terms mutually agreed.

3. Debtor and Cal-Maine shall execute and cause to be filed in the Bankruptcy Case a motion requesting that the Bankruptcy Court approve this Stipulation and the terms set forth herein, including the allowance of Cal-Maine's Administrative Expense Claim and Unsecured Claim.

4. This Stipulation may be executed in counterparts by facsimile, each of which shall be deemed an original but both of which shall constitute one and same instrument having full effect.

5. This Stipulation contains the entire agreement between the parties concerning the subject matter of this Stipulation and supersedes all prior agreements, understandings, discussions, negotiations, and undertakings between the parties concerning the subject matter, whether written or oral. This Stipulation may not be changed or modified except in writing signed by both parties.

Dated: August \_\_, 2013

**Belle Foods, LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

**Cal-Maine Foods, Inc.**

By: Timothy A. Dawson

Name: Timothy A. Dawson

Its: CFO

**CERTIFICATE OF SERVICE**

I hereby certify that I have served a copy of the foregoing document on the attached Master Service List by Notice of Electronic Filing, U.S. First Class Mail or email as indicated on this the 30th day of August, 2013.

/s/ Brent W. Dörner

\_\_\_\_\_  
OF COUNSEL

**VIA ECF:**

Richard Blythe  
Bankruptcy Administrator  
United States Bankruptcy Court  
Northern District of Alabama  
P.O. Box 3045  
Decatur, AL 35602  
[Richard\\_Blythe@alnb.uscourts.gov](mailto:Richard_Blythe@alnb.uscourts.gov)

Counsel for the Debtor Belle Foods, LLC  
D. Christopher Carson  
Marc P. Solomon  
Brent W. Dorner  
Burr & Forman LLP  
420 N 20th Street, Suite 3400  
Birmingham, AL 35203  
[ccarson@burr.com](mailto:ccarson@burr.com)  
[msolomon@burr.com](mailto:msolomon@burr.com)  
[bdorner@burr.com](mailto:bdorner@burr.com)

Counsel for Southern Family Markets, LLC and  
C&S Wholesale Grocers, Inc.  
David K. Bowsher  
Richard P. Carmody  
Russell J. Rutherford  
Adams and Reese LLP  
1901 6th Avenue North, Suite 3000  
Birmingham, AL 35023  
[david.bowsher@arlaw.com](mailto:david.bowsher@arlaw.com)  
[richard.carmody@arlaw.com](mailto:richard.carmody@arlaw.com)  
[russell.rutherford@arlaw.com](mailto:russell.rutherford@arlaw.com)

Counsel for Southern Family Markets, LLC and C&S  
Wholesale Grocers, Inc.  
Richard S. Cobb  
Landis Rath & Cobb LLP  
919 Market Street, Suite 1800  
Wilmington, DE 19899  
[cobb@lrclaw.com](mailto:cobb@lrclaw.com)

Counsel for Mrs. Stratton's Salads, Inc., BTC Wholesale  
Distributors, Inc., Southern Food Groups, LLC (d/b/a  
Brown's Dairy), Purity Dairies, LLC, Dean Dairy  
Holdings, LLC (d/b/a Barber Dairies) and Mayfield Dairy  
Farms, LLC  
Stephen B. Porterfield  
Sirote & Permutt, P.C.  
2311 Highland Avenue South  
Birmingham, AL 35205  
[sporterfield@sirote.com](mailto:sporterfield@sirote.com)

Counsel for Aronov Realty Management, Inc. and  
Gulfdale Improvements, LLC  
David L. Pollack  
Ballard Spahr LLP  
51st Floor - Mellon Bank Center  
1735 Market Street  
Philadelphia, PA 19103  
[pollack@ballardspahr.com](mailto:pollack@ballardspahr.com)

Counsel for Retail, Wholesale & Department Store  
Union, Mid-South Council  
George N. Davies  
Quinn, Connor, Weaver, Davies & Rouco LLP  
Mountain Brook Center, Suite 380  
2700 Highway 280 East  
Birmingham, AL 35223  
[gdavies@qcwdr.com](mailto:gdavies@qcwdr.com)

Counsel for SunTrust Bank  
Ronald G. Steen, Jr.  
Stites & Harbison PLLC  
401 Commerce Street, Ste. 800  
Nashville, TN 37219  
[ronald.steen@stites.com](mailto:ronald.steen@stites.com)

Counsel for Gulf Market Development, LLC, Saraland Loop  
Road, L.L.C., Tuttle Papock Springhill, LLC, Northside, Ltd.,  
John White-Spunner, The John White-Spunner Children's Trust,  
The Extended Trust Agreement f/b/o Jay White-Spunner's  
Children Dated October 31, 2002, Jay E, L.L.C., John Rudolph  
Turner, and Marl M. Cummings, III  
David A. Boyett, III  
Anders, Boyett & Brady, P.C.  
One Maison Suite 203  
3800 Airport Boulevard  
Mobile, AL 36608  
[dboyett@abblawfirm.com](mailto:dboyett@abblawfirm.com)

Counsel for Pinebrook Properties, LLC, Goldring Gulf  
Distributing, LLC, Allstate Beverage Co., LLC and Gulf  
Distributing Co. of Mobile, LLC  
Lawrence B. Voit  
Silver, Voit & Thompson, Attorneys at Law, P.C.  
4317-A Midmost Drive  
Mobile, AL 36609-5589  
[lvoit@silvervoit.com](mailto:lvoit@silvervoit.com)

Counsel for Golden Flake Snack Foods, Inc.  
Walter F. McArdle  
Spain & Gillon, LLC  
2117 Second Avenue North  
Birmingham, Alabama 35203  
[wfm@spain-gillon.com](mailto:wfm@spain-gillon.com)

Counsel for Wright/Hurd Properties, LLC  
Randolph M. Fowler  
Phelps, Jenkins, Gibson & Fowler, L.L.P.  
P. O. Box 020848  
Tuscaloosa, AL 35402-0848  
[rfowler@pjgf.com](mailto:rfowler@pjgf.com)

Counsel for Community Coffee Company, L.L.C.  
David S. Rubin  
Kantrow, Spaht, Weaver & Blitzer (APLC)  
P.O. Box 2997  
Baton Rouge, LA 70821-2997  
[david@kswb.com](mailto:david@kswb.com)

Counsel for Flowers Baking Co. of Thomasville, LLC,  
Flowers Baking Co. of Villa Rica, LLC, Flowers Baking  
Co. of Birmingham, LLC, Flowers Baking Co. of  
Tuscaloosa, LLC, Flowers Baking Co. of New Orleans,  
LLC and Derst Baking Company, LLC  
Todd C. Meyers  
Kilpatrick Townsend & Stockton LLP  
1100 Peachtree Street, NE, Suite 2800  
Atlanta, GA 30309-4530  
[tmeyers@kilpatricktownsend.com](mailto:tmeyers@kilpatricktownsend.com)

Attorney for Marilyn E. Wood, Mobile County  
Revenue Commissioner  
Christopher Kern  
P.O. Box 48  
Mobile, AL 36601  
[chriskernlaw@comcast.net](mailto:chriskernlaw@comcast.net)

Counsel for Trav-Ad Signs & Electric, Inc.  
Angela S. Ary  
Heard Ary, LLC  
307 Clinton Ave. W., Suite 310  
Huntsville, AL 35801  
[aary@heardlaw.com](mailto:aary@heardlaw.com)

Counsel for Airgas USA, LLC  
Kathleen M. Miller  
Smith, Katzenstein & Jenkins LLP  
The Corporate Plaza  
800 Delaware Avenue, Suite 1000  
Wilmington, DE 19899  
[Kmillier@skfdelaware.com](mailto:Kmillier@skfdelaware.com)

Counsel for Graphic Media Solutions LLC  
John C. Pennington  
John C. Pennington, P.C.  
18 Yonah Street  
Helen, GA 30545  
[jcppc@windstream.net](mailto:jcppc@windstream.net)

Counsel for Cal-Maine Foods, Inc.  
Justin B. Little  
Reynolds, Reynolds & Little, LLC  
P.O. Box 2863  
Tuscaloosa, AL 35403-2863  
[jlittle@rllaw.com](mailto:jlittle@rllaw.com)

Counsel for Green Springs, Ltd.  
Walter F. Scott, III  
Galloway, Scott, Moss & Hancock, LLC  
2200 Woodcrest Place, Suite 310  
Birmingham, AL 35209  
[wfs3@gallowayscott.com](mailto:wfs3@gallowayscott.com)

Counsel for Alabama Power Company  
Eric T. Ray  
Balch & Bingham LLP  
Post Office Box 306  
Birmingham, AL 35201  
[eray@balch.com](mailto:eray@balch.com)

Counsel for Green Springs, Ltd.  
Rita H. Dixon  
217 Country Club Park, PMB 515  
Birmingham, AL 35213  
[ritadixon10@gmail.com](mailto:ritadixon10@gmail.com)

Counsel for Mercury Retail Services, LLC and The  
News Group, LP  
Jesse S Vogtle, Jr.  
Balch & Bingham, LLP  
1901 Sixth Avenue North, Suite 1500  
Birmingham, AL 35203-4642  
[jvogtle@balch.com](mailto:jvogtle@balch.com)

Counsel for Nalley-Garrett Cochran, LLC  
Jean Winborne Boyles  
Johnson, Hearn, Vinegar, Gee & Glass, PLLC  
P.O. Box 1776  
Raleigh, NC 27602  
[jboyles@jhvgglaw.com](mailto:jboyles@jhvgglaw.com)

Counsel for S & L Mechanical, Inc.  
William M. Hancock  
Wolfe, Jones, Conchin, Wolfe, Hancock & Daniel, LLC  
905 Bob Wallace Avenue  
Huntsville, AL 35801  
[bankruptcy@wolfejones.com](mailto:bankruptcy@wolfejones.com)

Co-Counsel for the Official Committee of  
Unsecured Creditors  
David M. Posner  
Otterbourg, Steindler, Houston & Rosen, P.C.  
230 Park Avenue  
New York, NY 10169  
[dposner@oshr.com](mailto:dposner@oshr.com)

Counsel for Red Diamond, Inc.  
M. Lee Johnsey, Jr.  
Balch & Bingham LLP  
Post Office Box 306  
Birmingham, AL 35201  
[ljohnsey@balch.com](mailto:ljohnsey@balch.com)

Counsel for Decatur Coca-Cola Bottling Company  
Travis Stuart Jackson  
Lanier, Ford, Shaver & Payne, P.C.  
P.O. Box 2087  
Huntsville, AL 35805  
[tsj@lanierford.com](mailto:tsj@lanierford.com)

Counsel for Baldwin EMC  
W. Alexander Gray, Jr.  
Silver, Voit & Thompson, Attorneys at Law, P.C.  
4317-A Midmost Drive  
Mobile, AL 36609  
[agray@silvervoit.com](mailto:agray@silvervoit.com)

Counsel for Riverchase Lorna, L.P.  
Robert Fehse  
David J. Cocke  
Evans Petree, PC  
1000 Ridgeway Loop Road, Suite 200  
Memphis, TN 38120  
[rfehse@evanspetree.com](mailto:rfehse@evanspetree.com)  
[dcocke@evanspetree.com](mailto:dcocke@evanspetree.com)

Counsel for Lynn Haven Development Corporation  
Thomas A. Nettles, IV  
Espy, Nettles, Scogin and Brantley, P.C.  
P.O. Box 2786  
Tuscaloosa, AL 35403  
[tanttles@bellsouth.net](mailto:tanttles@bellsouth.net)

Co-Counsel for the Official Committee of Unsecured  
Creditors  
R. Scott Williams  
Jennifer B. Kimble  
Haskell Slaughter Young & Rediker, LLC  
2001 Park Place, Suite 1400  
Birmingham, AL 35203  
[rsw@hsy.com](mailto:rsw@hsy.com)  
[jk@hsy.com](mailto:jk@hsy.com)

Counsel for Electronic Imaging Services, Inc. d/b/a/  
Vestcom Retail Solutions  
James G. Henderson  
Pritchard, McCall & Jones, L.L.C.  
505 North 20th Street, Suite 800  
Birmingham, AL 35203  
[jamesh@pm-j.com](mailto:jamesh@pm-j.com)

Counsel for Thomas Dudley  
S. Dagnal Rowe  
P.O. Box 2168  
Huntsville, AL 35804  
[drowe@wilmerlee.com](mailto:drowe@wilmerlee.com)

Counsel for ACE American Insurance Company  
David B. Anderson  
Anderson Weidner, LLC  
505 20th Street North, Suite 1450  
Birmingham, AL 35203-4635  
[dbanderson@andersonweidner.com](mailto:dbanderson@andersonweidner.com)

Counsel for Pensacola Supermarket Owners, LLC  
R. Garth Ferrell  
Mallgren & Ferrell, P.C.  
8480 East Orchard Road, Suite 6500  
Greenwood Village, CO 80111-5014  
[gferrell@mallgrenferrell.com](mailto:gferrell@mallgrenferrell.com)

Counsel for STORE SPE Belle, LLC  
Lisa M. Peters  
Kutak Rock LLP  
1650 Farnam Street  
Omaha, NE 68102  
[lisa.peters@kutakrock.com](mailto:lisa.peters@kutakrock.com)

Counsel for Bright-Meyers Dublin Associates, L.P.  
Nicholas W. Whittenburg  
Miller & Martin PLLC  
832 Georgia Avenue, Suite 1000  
Chattanooga, TN 37402-2289  
[nwhittenburg@millermartin.com](mailto:nwhittenburg@millermartin.com)

Counsel for Pepsi Cola Decatur, LLC  
Steven C. Sasser  
Blackburn, Maloney & Schuppert, LLC  
P.O. Box 1469  
Decatur, AL 35602-1469  
[ssasser@bmsatty.com](mailto:ssasser@bmsatty.com)

Counsel for Scottsboro Electric Power Board  
John F. Porter, III  
John F. Porter, III, P.C.  
123 East Laurel Street  
Scottsboro, AL 35768  
[jfplaw@scottsboro.org](mailto:jfplaw@scottsboro.org)

Counsel for City of Hoover, Alabama  
April B. Danielson  
Waldrep Stewart & Kendrick, LLC  
2323 Second Avenue North  
Birmingham, AL 35203  
[adanielson@wskllc.com](mailto:adanielson@wskllc.com)

Counsel for James Beard and Sandra Beard  
E.B. Harrison Willis  
Cloud & Tidwell, LLC  
201 Beacon Parkway West, Suite 400  
Birmingham, Alabama 35209  
[ebhw@yahoo.com](mailto:ebhw@yahoo.com)

Counsel for S & P of Macon, Inc.  
Judson E. Crump  
25029 Planters Drive  
Daphne, AL 36526  
[jecrump.attorney@gmail.com](mailto:jecrump.attorney@gmail.com)

Counsel for Gershman Properties, LLC  
John P. Kreis  
John P. Kreis, PC  
601 W. 5th St., 8th Floor  
Los Angeles, CA 90071  
[jkreis@kreislaw.com](mailto:jkreis@kreislaw.com)

Counsel for Mobile County License Commissioner  
Missty C. Gray  
Adams and Reese LLP  
P.O. Box 1348  
Mobile, Alabama 36633  
[missty.gray@arlaw.com](mailto:missty.gray@arlaw.com)

Counsel for Associated Wholesale Group, Inc.  
Mark Benedict  
Husch Blackwell, LLP  
4801 Main Street, Suite 1000  
Kansas City, MO 64112  
[mark.benedict@huschblackwell.com](mailto:mark.benedict@huschblackwell.com)

Counsel for MRPM Cullman Services, LLC and  
Cullman Shopping Center, Inc.  
Daniel D. Sparks  
Bradley R. Hightower  
Christian & Small LLP  
505 North 20th Street, Suite 1800  
Birmingham, AL 35203  
[ddsparks@csattorneys.com](mailto:ddsparks@csattorneys.com)  
[brh@csattorneys.com](mailto:brh@csattorneys.com)

Counsel for 4324 Lillian Hwy LLC c/o Waterstone  
Southeast Holding Company LLC  
A. Todd Darwin  
Holcombe Bomar, P.A.  
Post Office Drawer 1897  
Spartanburg, SC 29304  
[tdarwin@holcombebomar.com](mailto:tdarwin@holcombebomar.com)

Counsel for Frito-Lay North America, Inc. and Bottling  
Group, LLC operating collectively with affiliates and their  
subsidiaries as Pepsi Beverages Company  
Joseph D. Frank  
Frankgecker LLP  
325 North LaSalle Street, Suite 625  
Chicago, IL 60654  
[jfrank@fgllp.com](mailto:jfrank@fgllp.com)

**VIA EMAIL (EQUITY SECURITY HOLDERS):**

Jeffrey D. White  
671 Summit Point  
Birmingham, AL 35226  
[jeffwhitex@gmail.com](mailto:jeffwhitex@gmail.com)

Jeffrey D. White Children's Trust  
671 Summit Point  
Birmingham, AL 35226  
[jeffwhitex@gmail.com](mailto:jeffwhitex@gmail.com)

William D. White  
2548 Willow Brook Circle  
Birmingham, AL 35242  
[BelleFoods@aol.com](mailto:BelleFoods@aol.com)

William D. White Children's Trust  
2548 Willow Brook Circle  
Birmingham, AL 35242  
[BelleFoods@aol.com](mailto:BelleFoods@aol.com)

**VIA E-MAIL:**

STORE SPE Belle, LLC  
Michael T. Bennett, Executive VP - Operations  
8501 E. Princess Drive, Suite 190  
Scottsdale, AZ 85255  
[mbennett@storecapital.com](mailto:mbennett@storecapital.com)

STORE Capital  
Michael J. Zieg, Executive VP-Portfolio Management  
8501 E. Princess Drive, Suite 190  
Scottsdale, AZ 85255  
[mzieg@storecapital.com](mailto:mzieg@storecapital.com)

Counsel for STORE SPE Belle, LLC  
Jeff Wegner  
Kutak Rock LLP  
1650 Farnam Street  
Omaha, NE 68102  
[jeffrey.wegner@kutakrock.com](mailto:jeffrey.wegner@kutakrock.com)

Counsel for Southern Family Markets, LLC and C&S  
Wholesale Grocers, Inc.  
Jeffery S. DeArman  
Adams and Reese LLP  
1901 6th Avenue North, Suite 3000  
Birmingham, AL 35023  
[jeffery.dearman@arlaw.com](mailto:jeffery.dearman@arlaw.com)

Counsel for Flowers Baking Co. of Thomasville, LLC,  
Flowers Baking Co. of Villa Rica, LLC, Flowers Baking  
Co. of Birmingham, LLC, Flowers Baking Co. of  
Tuscaloosa, LLC, Flowers Baking Co. of New Orleans,  
LLC and Derst Baking Company, LLC  
Matthew W. Levin  
Kilpatrick Townsend & Stockton LLP  
1100 Peachtree Street, NE, Suite 2800  
Atlanta, GA 30309-4530  
[mlevin@kilpatricktownsend.com](mailto:mlevin@kilpatricktownsend.com)

Counsel for Southern Family Markets, LLC and C&S  
Wholesale Grocers, Inc.  
Jeffrey R. Drobish  
Matthew B. McGuire  
Landis Rath & Cobb LLP  
919 Market Street, Suite 1800  
Wilmington, DE 19899  
[drobish@lrclaw.com](mailto:drobish@lrclaw.com)  
[m McGuire@lrclaw.com](mailto:m McGuire@lrclaw.com)

Counsel for Southern Food Groups, LLC (d/b/a Brown's  
Dairy), Dean Dairy Holdings, LLC (d/b/a Barber Dairies  
and d/b/a Purity Dairies, LLC) and Mayfield Dairy Farms,  
LLC  
Mark H. Ralston  
Estes, Okon, Thorne & Carr, PLLC  
3500 Maple Avenue, Suite 1100  
Dallas, TX 75219  
[mrалston@estesokon.com](mailto:mrалston@estesokon.com)

Co-Counsel for the Official Committee of Unsecured  
Creditors  
Gianfranco Finizio  
Scott L. Hazan  
Jessica M. Ward  
Otterbourg, Steindler, Houston & Rosen, P.C.  
230 Park Avenue  
New York, NY 10169  
[gfinizio@oshr.com](mailto:gfinizio@oshr.com)  
[shazen@oshr.com](mailto:shazen@oshr.com)  
[jward@oshr.com](mailto:jward@oshr.com)

Counsel for Community Coffee Company, L.L.C.  
W. Carlos Spaht  
Kantrow, Spaht, Weaver & Blitzer (APLC)  
P.O. Box 2997  
Baton Rouge, LA 70821-2997  
[carlos@kswb.com](mailto:carlos@kswb.com)

Counsel for Mercury Retail Services, LLC  
Peter C. D'Apice  
Stutzman, Bromberg, Esserman & Plifka PC  
2323 Bryan Street, Suite 2200  
Dallas, TX 75201  
[d'apice@sbep-law.com](mailto:d'apice@sbep-law.com)



Airgas USA, LLC  
David Boyle  
259 Radnor-Chester Road, Suite 100  
Radnor, PA 19087  
[david.boyle@airgas.com](mailto:david.boyle@airgas.com)

IBM Corporation  
Patricia Di Bello  
National Bankruptcy Coordinator  
275 Viger East, Suite 400  
Montreal, Quebec H2X 3R7  
Canada  
[pdibello@ca.ibm.com](mailto:pdibello@ca.ibm.com)

Counsel for Retail, Wholesale & Department Store  
Union, Mid-South Council  
Amy D. Gundlach  
Quinn, Connor, Weaver, Davies & Rouco LLP  
Mountain Brook Center, Suite 380  
2700 Highway 280 East  
Birmingham, AL 35223  
[agundlach@qcwdr.com](mailto:agundlach@qcwdr.com)

Counsel for Electronic Imaging Services, Inc. d/b/a/  
Vestcom Retail Solutions  
Brian Rosenthal  
Rose Law Firm  
120 East Fourth Street  
Little Rock, AR 72201-2893  
[broseenthal@roselawfirm.com](mailto:broseenthal@roselawfirm.com)

Counsel for Gershman Properties, LLC  
Kenneth J. Schelberg  
Schelberg & Ross LLP  
15048 Rayneta Drive  
Sherman Oaks, California 91403  
[kschelberg@schelross.com](mailto:kschelberg@schelross.com)

Counsel for Pensecola Supermarket Owners, LLC  
Anthony K. Mallgren  
Mallgren & Ferrell, P.C.  
8480 East Orchard Road, Suite 6500  
Greenwood Village, CO 80111-5014  
[amallgren@mallgrenferrell.com](mailto:amallgren@mallgrenferrell.com)

The Food Partners, LLC  
Matthew S. Morris  
5335 Wisconsin Avenue, NW, Suite 410  
Washington, DC 20015  
[msmorris@thefoodpartners.com](mailto:msmorris@thefoodpartners.com)

The Food Partners, LLC  
James Floyd  
7000 David Lane  
Colleyville, TX 76034  
[jfloyd@thefoodpartners.com](mailto:jfloyd@thefoodpartners.com)

Counsel for Balboa Retail Partners, LLC  
Lisa Wolgast  
Morris, Manning & Martin, LLP  
3343 Peachtree Road, N.E., Suite 1600  
Atlanta, GA 30326  
[lwolgast@mmmlaw.com](mailto:lwolgast@mmmlaw.com)

Counsel for Mondelez Global, LLC  
Glenn C. Thompson  
Hamilton Stephens Steele & Martin, PLLC  
201 South College Street, Suite 2020  
Charlotte, NC 28244  
[gthompson@lawhssm.com](mailto:gthompson@lawhssm.com)

Counsel for Pepsi Cola Decatur, LLC  
Kenneth M. Schuppert, Jr.  
Blackburn, Maloney & Schuppert, LLC  
P.O. Box 1469  
Decatur, AL 35602-1469  
[kschuppert@bmsatty.com](mailto:kschuppert@bmsatty.com)

Counsel for Frito-Lay North America, Inc. and Bottling  
Group, LLC operating collectively with affiliates and their  
subsidiaries as Pepsi Beverages Company  
Jeremy C. Kleinman  
Frankgecker LLP  
325 North LaSalle Street, Suite 625  
Chicago, IL 60654  
[jkleinman@fgllp.com](mailto:jkleinman@fgllp.com)

**VIA U.S. MAIL (STORE LANDLORDS):**

Lynn Haven Development Corp.  
P.O. Drawer 1460  
Tuscaloosa, AL 35403

HPA Northridge LLC  
c/o Equity Investment Group  
111 E. Wayne Street, #500  
Fort Wayne, IN 46802

COMM 2006-FL12 Grocery Stores Master SPE, LLC  
Steven D. Ferreira, RPA  
LNR Partners, LLC  
1601 Washington Ave, Suite 700  
Miami Beach, FL 33139

COMM 2006-FL12 Grocery Stores Master SPE, LLC  
c/o McKinley, Inc.  
PO Box 3125  
Ann Arbor, MI 48106-3125

University Mall LLC  
Aronov Realty Mgmt Inc.  
P.O. Box 235021  
Montgomery, AL 36123

Starkville Grocery Owners LLC  
c/o AAG Management  
421 7th Avenue  
New York, NY 10001

Wright-Hurd Properties  
1418 Greensboro Ave., Ste. B  
Tuscaloosa, AL 35401

Highway 69 Properties LLC  
402 17th Avenue  
Tuscaloosa, AL 35401

Multiple Properties LTD  
c/o Cummings & Associates, Inc.  
P.O. Drawer 16227  
Mobile, AL 36616-0227

Rochester-Mobile LLC and Salzman-Mobile LLC  
c/o Calkain Asset Management  
11150 Sunset Hills Rd, Ste 300  
Reston, VA 20190

Tuttle Papock Springhill, LLC  
c/o LW Cave Real Estate, Inc.  
P.O. Box 81322  
Mobile, AL 36689

Saraland Loop Road, LLC  
c/o White-Spunner & Associates, Inc.  
Dept. 5086  
P.O. Box 2153  
Birmingham, AL 35287-5086

Saraland Loop Road, LLC  
c/o White-Spunner & Associates, Inc.  
P.O. Box 7475  
Mobile, AL 36670-0475

Mount Corporation  
132 Bala Avenue  
Bala Cynwyd, PA 19004

B&D Associates II, LLC  
P.O. Box 307  
Ashburn, GA 31714-0307

BRC Dublin, LLC  
c/o Blue Ridge Capital LLC  
3715 Northside Parkway, Ste. 2-450  
Atlanta, GA 30327

Cloverdale Station Inc.  
c/o Phillips Edison & Company  
11501 Northlake Dr.  
Cincinnati, OH 45249-1669

Cloverdale Station Inc.  
5195 Paysphere Circle  
Chicago, IL 60674

Bright-Meyers Dublin Associates, LP  
c/o Fletcher Bright Company  
537 Market Street #400  
Chattanooga, TN 37402

**VIA U.S. MAIL:**

Internal Revenue Service  
District Director - Northern District of Alabama  
P.O. Box 7346  
Philadelphia, PA 19101-7346

Counsel for IBM Credit LLC  
Paul Wearing  
Special Handling Group - MD NC317  
6303 Barfield Road  
Atlanta, GA 30328

GE Capital Information Technology Solutions, Inc.  
f/d/b/a IKON Financial Services  
Christine Etheridge  
Bankruptcy Administration  
1738 Bass Road  
Macon, GA 31208